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forms are submitted.

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Approved for use inrough 11/30/2003. OM8 0851-0035
etent and Trademark Office; U.S. DEPARTMENT OF COMMERCE

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	VOCATION OF POWER OF ATTORNEY WITH W POWER OF ATTORNEY AND	Application Num		August 25, 2000			
REV		Filing Date					
NEV		First Named Inv		Redding et al.			
		Art Unh		2142			
CHANGE OF CORRESPONDENCE ADDRESS		Exeminer Name		D. Blair			
		Attorney Docket	Number :	35997-218033 (formerly 621-168 RCE)		8 RCE)	
I hereby revoke all previous powers of attorney given in the above-identified application.							
A Power of Attorney is submitted herewith.							
OR X I hereby appoint the practitioners associated with the Customer Number: 26694							
OR Firm or	the address associated with Customer Number:	2669		pplication to:			
City							
Country	S	itate		Zip			
Telephone			Fe	×			
Asstr	3: cant/inventor. gnee of record of the entire interest. ment under 37 CFR 3.73(b) is end	. See 37 CFR 3.7 losed. (Form PTC	1. 0/SB/96)				
***************************************		f Applicant or As		Record			
Signature Throm 2. Thick							
Name	Name Kevin L. Hicks, General Counsel, SafeNet, Inc.						
Date	15 AUG 66		Talephone		327.126		
NOTE: Sign	stures of all the inventors or essignoes of rec	cord of the entire interes	n er their repre	sentative(s) ere req	ulred. Submit multip	te et	

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Revised PTO/SB/96 (08-00)
Approved for use through 10/31/2002. OMB 0651-0031
U.S. Patent and Trademark Office; U.S. DEPARTMENT OF COMMERCE
Thirder the Paperwork Reduction Act of 1995, no persons are required to respond to a collection of information unless it displays a valid OMB control number.

Attorney Docket No. 35997-218033

	<u>STATEMENT</u>	UNDER 37 CFR 3.73(b)
Applic	cant/Patent Owner: Redding et al.	
Applic	cation No./Patent No.: 09/648,720	Filed/Issue Date: August 25, 2000
Entitle	ed: LICENSE MANAGEMENT SYSTEM AND I	METHOD WITH LICENSE BALANCING
Safer	et, Inc, a	
	(Name of Assignee) (Typ	e of Assignee, e.g., corporation, partnership, university, government agency, etc.)
states	that it is:	
1.	the assignee of the entire right, title, and i	nterest; or
2.	an assignee of an undivided part interest	
in the	patent application/patent identified above by virte	ue of either:
A. 🗖	An assignment from the inventor(s) of the paten recorded in the Patent and Trademark Office at attached.	application/patent identified above. The assignment was Reel, Frame, or for which a copy thereof is
OR		
В. 🛚	A chain of title from the inventor(s), of the paten shown below:	application/patent identified above, to the current assignee as
	To: Rainbow The document was recorded in the United Reel 011062, Frame 0357 From: Rainbow Technologies, Inc. To: Safen documentation of which is attached.	
	3. From:	To:
	The document was recorded in the United	
	Reel, Frame, or for which a c	opy thereof is attached.
	☐ Additional documents in the chain of title at	e listed on a supplemental sheet.
[<u>N</u> m	opies of assignments or other documents in the open of assignments of other documents in the open of the original assignment by the submitted to Assignment Division in accordance of the USPTO. See MPEP	ent document or a true copy of the original document) Itance with 37 CFR Part 3, if the assignment is to be
The u	ndersigned (whose title is supplied below) is emp	nowered to sign this statement on behalf of the assignee. Signature
		Jeffri A. Kaminski
		Typed or printed name
		Attorney, Reg. No. 42,709
		Title

Burden Hour Statement: This form is estimated to take 0.2 hours to complete. Thine will vary depending upon the needs of the individual case. Any comments on the amount of time you are required to complete this form should be sent to the Chief Information Officer, U.S. Patent and Trademark Office, P. O. Box 1450, Alexandria, VA 22313-1450. . DO NOT SEND FEES OR COMPLETED FORMS TO THIS ADDRESS. SEND TO: Commissioner for Patents, P. O. Box 1450, Alexandria, VA 22313-1450. .

PC Docs No. 768920



Jelaware

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO SERVEY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"RAVERS ACQUISITION CORP.", A DELAWARE CORPORATION,

WITH AND INTO "RAINBOW TECHNOLOGIES, INC." UNDER THE NAME OF "RAINBOW TECHNOLOGYES, INC.", A CORPORATION ORGANIZED AND existing under the laws of the state of delaware, as received AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF MARCH, A.D. 2004, AT 2:12 O'CLOCK P.H.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CARTIFICATE OF MERGER IS THE FIFTEENTH DAY OF MARCH, A.D. 2006, AT 4:01 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

2124882 8100E 040190277

Harriet Smith Windsor, Secretary of State AUTHENTICATION: 2988678

DATE: 03-15-04

State of Delaware Secretary of State Division of Communical Delivered 02:18 EM 03/15/2004 PILED 02:12 PM 03/15/2004 SRV 040190277 - 2124982 FILE

CERTIFICATE OF MERGER FOR THE MERCER OF MAVENS ACQUIETTION CORP. (a Delivere corporation) WITH AND INTO RADISBOTY TRCHNOLOGIES, INC. (a Delaware corporation)

Pursuant to Sections 103 and 251 of the Delaware General Corporation Law, Rainbow Technologies, have a Delaware componentian, which is the surviving componentian in the manyer described berein, hareby certifies as follows:

- The maine and state of incorporation of each of the countituent conjunctions are:
 - RAVENS ACQUISITION CORP., a Delevere corporation (assembler *Revers"): 23d
 - RAINBOW TECHNOLOGIES, INC., a Deleware corporation (hardinalter "Reinbow Technologies").
- A: Agreement and Plan of Recognization, dated October 22, 2003 (the "Agreement and Flan of Reorganization") has been approved, edopted, certified, executed, and asknowledged by each of the constituent corporations in accordance with the provisions of Section 251(c) of the Delaware General Corporation Law.
- At the effective time of the merger described herein, Ravens shall be merged with and into Reinbow Technologies, and Rainbow Technologies shall be the surviving corporation and the exerce of the standing corporation shall be "Reinbow Technologies, Inc."
- is the effective time of the manger, the Carifficate of Incorporation of Rainbow Tembrologies that be in set forth in Exhibit A hearto,
- The attended Agreement and Plan of Reorganization is on file at the principal plane of business of the surviving comparation at 50 Technology Drive, I-vina, California \$2518.
- A May of the Agreement and Plea of Reorganization will be Emished by Rainbow Technologica on request and without cost, to any speckholder of any exeminant comparation.
 - To More shall become allemon at 4:01 gain. France Time on March 15, 2004.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly executed as of the 15th day of March, 2004.

RADIBOW TECHNOLOGIES, INC.

Name: Walter Strands
Title: President

Exhibit A

CERTIFICATE OF INCORPORATION

OF

RAINBOW TECHNOLOGIES, INC.

FERUT: The manus of the comporation is Reinbow Technologies, Inc. (the "Comporation").

SECOND: The address of the Corporation's registered office in the State of Dolaware is 2711 Centervisie Road, Suite 400, Wilmington, Dolaware 19808, in the city of Wilmington in the county of New Castle. The name of the registered agent at such address is Corporation Service Company.

THERE: The names of the bininess and the purposes for which the Corporation is furnish are to engage in any lawful act or activity for which corporations may be organized under the General Conversion Law of the State of Delaware (the "DECL").

POURTE: The total munible of shares of all classes of stock which the Conjugation shall have ambody it issue is one moustrid (1,000) shares of common stock, par value \$.01 per chare.

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of the Escard of Directors. The authorized number of directors of the Corporation shall be fixed from these to time pursuant to a resolution adopted by the Board of Directors.

SIXTH:

A. Hash passes who was or is made a party or is thresteard to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, samilistrative or investigative (hereinister a "proceeding"), by reason of the feat that he or who is no was adverted or on officer of the Corporation or is or was saving at the request of the Corporation as a director or officer of another corporation of of a parametric, joint venture, trust or other enterprise, including service with respect to an applicate behavior plan (newtraster en "indemniter"), whether the basis of such proveding is aliested action in an official expensity as a director or officer or in any other capacity while serving as a director or officer, shall be indemnified and held barnless by the Corporation to the fallows extend and adventually as that shall accept that that could amisting parametric the Corporation to provide proceed indemnification rights than such the capacities the Corporation to provide prior to such anacomments, against all stratums, liability and less (including attorney) remarkably incourse or suffered by such

indeposites in connection therewith; provided, however, that, except as provided in Section C of this Article SIXTH with respect to proceedings to enforce rights to indepartification, the Corporation shall inflamnify any such indeparture in connection with a proceeding (or pen thereof) initiated by such indemnites only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

- B. The right to indemnification conferred in Section A of this Article SIXTH shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advence of its final disposition (hereinafter an "advancement of expenses"); provider, however, that, if the DGCL requires, so advancement of expenses incurred by an information in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indomnites, including without limitation, sarvices to an employer benefit plan) shall be made only mon delivery to the Corporation of an undertaking (assembler on "undertaking"), by or on behalf of such indemnites, to topay the emounts so salvanced if it shall ultimately be determined by final judicial decision. Com which there is no further right to supeal (hereinafter a "final adjustication") that such indemnites is not entitled to be indemnified for such expenses under this Section of otherwise. The rights to indomnification and to the edvancement of supersess confered in Sections A and B of this Article SIXTH shall be contract rights and such rights whell committee as to an indemnitice who has ceased to be a director or officer and ciell lives to the demanders, expending of the information is heart, expending administrators.
- If a claim under Sections A or B of this Article SIXTH is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expanses, in which case the applicable paried shall be twenty days, the indemnites may at any time thereafter bring unit against the Corporation to recover the coupsid amount of the claim. If successful in whole or in part to any such suit, or in a suit brought by the Congoustion to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be poid size the expenses of prosecuting or defending such suit. In (i) say said hought by the indemnites to enforce a right to indemnification becomes (but not in a and brought by the indemnites to enjoyee a right to an advancement of expenses) it shall be a defined that, and (ii) in any suit by the Corporation to recover an advisorament of expenses pursuant to the terms of an undertaking the Corporation shall be entitled to isserver such capeases upon a final adjudication that, the indemnitee has not met any explicable candard for independification set forth in the DGCL. Neither the failure of the Corporation (instability its Board of Directors, independent legal courses, or its test time dates to insurementary act or point assistantees a characteristic of fermions and a fermionic contraction. estimated of the independent in the disconnection of the independent set to entered has not use explicable standard of combest set forth in the DGCL, nor set setted. determination by the Cooperation (including its Board of Directors, independent legal councel, of its markholders) that the indemnites has not met such epolicible standard of conficient, shall areate a presumption that the indemnites has not met the applicable conduct of product or, in the case of such a suit brought by the independent, but a defense to the CLL in the sail state brought by the indemnites to enforce a right to indemnification or

to an advancement of expenses berempler, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnified is not entitled to be indemnified, or to such advancement of expenses, under this Article SIXTE or otherwise shall be on the Corporation.

- D. The rights to indomnification and to the advancement of expenses confirmed in this Article SDTH shall not be exclusive of any other right that any person may have or havening sequire under any statute, provision of this Certificate of Incorporation, provision of the Company's bylave, agreement, or vote of stockholders or disinterested directors.
- E. The Corporation may mainteen insurance, at its expense, to protect itself and my director, officer, coupleyee or agent of the Corporation or its subsidiary or affiliate, or enother comparation, partnership, joint venture, trust or other emergine against my expense, liability or less, whether or not the Corporation would have the power to indemnify such person agency such expense, liability or less under the DGCI.
- F: The Constraint may, to the extent sufficient from time to time by the Board of Directors, grant rights to independent and to the advancement of expenses to say employee or agent of the Corporation, or any person that is or was serving at the request of the Corporation as as employee or agent of mother corporation or of a partnership, joint venture, trust or other enterprise, to the follest examin of the previsions of the Article SIXTH with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

SEVENTE: A director of this Corporation shall not be personally liable to the Corporation or its stockholders for measuresy damages for breach of fiduciary duty as a director, except for liability. (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) the acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Section 174 of the DGCL; or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended to authorize corporate action further eliminating or limiting the present liability of directors, then the liability of a director of the Corporation shall be shiminated or limited to the fullest extent permitted by the DGCL, as so emended. Any repeal or modification of the foregoing paragraph by the smallding of the Corporation shall not adversely affect any right or protection of a director of the Corporation species of the Corporation species of such repeal or medification.

EIGHTE: Exchors of Directors used not be by written bellot unless the bylaws of the Companion so provide.

NOTE: The Board of Directors oball have the power to edopt, amend or repeal the bytewn of the Communication.

1

CERTIFICATE OF MERGER FOR THE MERGER OF RAVENS ACQUISITION CORP. (a Delaware corporation) WITH AND INTO RAINBOW TECHNOLOGIES, INC. (a Delaware corporation)

Pursuant to Sections 103 and 251 of the Delaware General Corporation Law, Rainbow Technologies, Inc., a Delaware corporation, which is the surviving corporation in the merger described herein, hereby cortifies as follows:

- 1. The name and state of incorporation of each of the constituent corporations are:
 - RAVENS ACQUISITION CORP., a Delaware corporation (hereinafter a. "Ravens"); and
 - Ъ. RAINBOW TECHNOLOGIES, INC., a Delaware corporation (hereinafter "Rainbow Technologies").
- An Agreement and Plan of Reorganization, dated October 22, 2003 (the "Agreement and Plan of Reorganization") has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with the provisions of Section 251(c) of the Delay-are General Corporation Law.
- At the effective time of the merger described herein, Ravens shall be merged with and into Rainbow Technologies, and Rainbow Technologies shall be the surviving corporation and the name of the surviving corporation shall be changed to "Rainbow Technologies Technologies, Inc."
- At the effective time of the merger, the Certificate of Incorporation of Ravens, attached hereto as Exhibit & shall be the Certificate of Incorporation of Rainbow Technologies.
- The executed Agreement and Plan of Reorganization is on file at the principal place of business of the surviving corporation at 50 Technology Drive, Irvine, California 92618.
- A copy of the Agreement and Plan of Reorganization will be furnished by Rainbow Technologies, an request and without cost, to any stockholder of any constituent corporation.

IN WITNESS WHER	EOF, the undersigned has caused this Certificate of Merger to ay of, 2003.	be .
	RAINBOW TECHNOLOGIES, INC.	
	By:	

Title

EXHIBIT A

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO SERRES CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CREMITICATE OF MERGER, WHICH MERGES:

"RAVENS ACQUISITION CORP.", A DELAWARE CORPORATION,

WITH AND INTO "RAINBOW TECHNOLOGIES, INC." UNDER THE NAME OF "RAINBOW TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THES OFFICE THE FIFTHENTH DAY OF MARCH, A.D. 2004, AT 2:12 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CHRESPICATE OF MERGER IS THE FIFTEENTH DAY OF MARCH, A.D. 2006, LT 4:01 O'CLOCK P.M.

A RILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASILE COUNTY RECORDER OF DEEDS.

040190277

Harries Smith Windsor, Secretary of State

AUTHENTICATION: 2988678

DATE: 03-15-04

2124882 8100M

State of Delaware Secretary of State Division of Companitions Delivered 02:18 PM 03/15/2004 FILED 02:12 PM 03/15/2004 SRV 040190277 - 2124882 FILE

CERTIFICATE OF MERGER FOR THE MERGER OF MAVENS ACQUIEITION CORP. (a Deliware corporation) WITH AND INTO SALTED WITE CHYOLOGIES, INC. (a Deliware corporation)

Pursual to Sections 103 and 251 of the Delaware General Corporation Law, Rainbow Technologies, Ed., a Delaware corporation, which is the surviving corporation in the merger desorbed herein hereby cartifies as follows:

- i. The name and state of incorporation of each of the constituent conjugations are:
 - RAVENS ACQUISITION CORP., a Delevere corporation (hereinafter "Revers"); and
 - RAINBOW TECHNOLOGIES, INC., a Deleware corporation (hereinafter "Reinbow Technologies").
- 2. At Aprenient and Plan of Reorganization, dated October 22, 2003 (the "Agreement and Plan of Reorganization") has been approved, edopted, certified, executed, and acknowledged by ends of the constituent corporations in accordance with the provisions of Section 251(c) of the Delaware General Corporation Law.
- 3. At his effective time of the merger described herein, Ravens shall be merged with said into Reinbow Technologies, and Rainbow Technologies shall be the surviving corporation and the name of the surviving corporation shall be "Rainbow Technologies, Inc."
- 4. At the officetive time of the margar, the Carriffents of Incorporation of Reinbow Technologies (A.1) be in an in forth in Exhibit A hando.
- 5. The extracted Agreement and Plan of Reorganization is on file or the principal plane of huminers of the surviving comparation at 50 Technology Drive, Irvine, California \$2,518.
- 6. A 2007 of its Agreement and Plan of Reorganization will be finished by Bainbow Technologica on request and without cost, to any southbolder of any constituent corporation.
 - 7. To Mages shall become effective at 4:01 p.m. Farress Time on March 15, 2008.

IN WITNESS WHEREOF, the undersigned has caused this Certificate of Merger to be duly succuted as of the 15th day of March, 2004.

RADBOW TECHNOLOGIES, INC.

Name: Walter Straub Tirle: President

Exhibit A

CERTIFICATE OF INCORPORATION

OF

RAINBOW TECHNOLOGIES, INC.

FIRE: The manes of the comporation is Reinbow Technologies, Inc. (the "Comporation").

SECOND: The address of the Componition's registered office in the State of Dolawere is 2711 Centervisio Road, Suite 400, Wilmington, Doleware 19508, in the city of Wilmington in the county of New Castle. The name of the registered agent at such address in Componition Service Company.

VILLED: The name of the business and the purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Lew of the State of Delaware (the "EGCL").

FOURTH: The total multier of shares of all classes of stock which the Congertation shall have surfacely x issue is one thousand (1,000) shares of common speck, per value \$.01 per share.

FIFTH: The business and affairs of the Comporation shall be managed by or under the direction of the Board of Directors. The authorized number of directors of the Comporation shall be fixed from these to time preparant to a resolution adopted by the Board of Directors.

SIMTH:

A facts present who was or is made a party or is threshound to be made a party to or is officially chickens involved in any action, suit or proceeding, whether civil, criminal, thinkistative or investigative (hereinaiter a "proceeding"), by reason of the fact that he wise is as was a director or on officer of the Corporation or is or was surving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, boat or other enterprise, including carvies with respect to an explored branch: plan (accelerater an "indomnium"), whether the basis of such providing is alleged action in an official expenity as a director or officer or in any other capacity while serving as a director or officer, shall be indomnized and held barmless by the Corporation to official appendix an another or officer, as the same exists or may be benefit by another to fulfact excess anthorized by the DGCL, as the same exists or may be benefit by another the Corporation to provide broader indistribution rights than another to particular prior to such anatomatal), against all supplies, liability and loss (including atterners) remarkably incrured or suffered by such these are accepted by such

indeposites in connection therewith; provided, however, that, except as provided in Section C of this Article SIXIH with respect to proceedings to enforce rights to indentalification, the Corporation shall informity any such indemnities in composition with a proceeding (or pan thereof) initiated by such indomnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

- B. The right to indemnification conferred in Section A of this Article SIXTH shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advence of its first disposition (hereinafter an "advancement of expenses"); provided, however, that, if the DGCL requires, on advancement of expenses incomed by an indomedies in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indemnites, including, without limitation, carvices to an employer benefit plan) shall be made only upon delivery to the Corporation of an undertaking (accomance an "undertaking"), by or on behalf of such informates, to repay all emermic so salvanced if it shall ultimately be necessitized by final judicial devision from which there is no further right to appeal (hereinafter a "final adjustication") that such indemnited is not emitted to be indemnified for such expenses under this Section to offerwise. The rights to indomnification and to the edvencement of expenses conferred in Sections A and B of this Article SIXTH shall be contract rights and such nights whill combine as to an indemnitice who has caused to be a director or officer and siell likes to the invalid of his indemnitse's heirs, executors and administrators.
- C. If a claim under Sections A or B of this Article SDCIH is not paid in full by the Communion within sixty days after a written claim has been received by the Compountary, except in the case of a claim for an advancement of expanses, in which case the equilizable period shall be recently days, the indomnition may at any time thereafter bring unit against the Corporation to recover the corpoid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Conpension to recover an advancement of expenses pursuant to the terms of an undertaking, the indomnites shall be entitled to be poid also the expenses of prossenting or defending such sure. In (1) say said brought by the indemnites to enforce a right to indemnification becomeder (but not in a and brought by the indemnites to enforce a right to an advancement of expenses) it shall be a defined was, and (ii) in any unit by the Corporation to recover an advancement of expenses puresent to the terms of an undertaking the Corporation shall be entitled to reserver each capenees upon a final adjudication that, the indemnitee has not met any replicably canadard for independification see forth in the DGCL. Neither two failure of the Corporation (including its Board of Directors, independent legal commet, or its and the graph to beauty made a determination prior to the commensation of such and that indimination of the indemnites is proper in the champetonese because the indemnites has met the explicable standard of combact ast firth in the DGCL, nor an actual described by the Corporation (including its Board of Directors, independent legal counsel, or its markhalders) that the indemnites has not met such explicable standard of conduct, said where a presumption that the indemnites has not met the applicable complaint of sections of, in the case of such a suit brought by the independent, ha a defense to cush still. In suly stall brought by the indemnites to enforce a right to indemnification or

to an advancement of expenses hereunder, or by the Corporation to recover an edvancement of expenses pursuent to the terms of an undertaking, the burden of proving that the indepositee is not entitled to be indemnified, or to such advancement of expenses. under this Article SINTE or otherwise shall be on the Corporation.

- D. The rights to indemnification and to the advancement of expenses conferred in this Article SUITH shall not be exclusive of any other right that any person may have or hareafter exquire under any statute, provision of this Certificate of Incorporation, provision of the Company's bylaws, agreement, or vote of stockholders or district const
- The Corporation may mainteen insurance, at its expense, to protect itself and any district, E. officer, compleyee or agent of the Corporation or its subsidiary or affiliate, or enother compension, partnership, joint venture, trust or other enterprise against my expense, listably or less, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.
- The Corporation 1749, to fine extent sufficient from time to time by the Board of Directors, grant rights to indomnification and to the advancement of expenses to say employee or agent of the Corporation, or any person that is or was serving at the request of the Corporation as an employee or agent of another corporation or of a partnership, joint ventues, trust or other enterprise, to the follest execut of the previsions of this Article SECTES with respect to the independent and neversement of expenses of directors and officers of the Compensation.

SEVENTEE: A director of this Componation shall not be personally liable to the Corporation or its stockholders for measurey demages for breach of fiduciary duty as a director, except for liability: (i) for any breach of the director's duty of loyalty to the Corporation or its stockholden; (ii) in: 2013 or omissions not in good faith or which involve intentional misconduct or a knowing violetical of law; (iii) under Section 174 of the DGCL; or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is smeaded to authories corporate extent further eliminating or limiting the presonal liability of Circums, then the liebridy of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the INCIA, so so encented. Any repeal or modification of the foregoing paragraph by the small-holding of the Composition shall not adversely after any right or protection of a director of the Curecusting substitutes the time of such repeal or modification.

EIGHTE: Excrises of Directors need not be by written bellot unless the bylaws of the Carphonica ಕಾ ಕ್ಷಾಣಕ್ಟರೇ....

MINITE: 129 Board of Directors obill have the power to edopt, amend or repeal the bytema of the Composition.

EXHIBIT C

CERTIFICATE OF MERGER FOR THE MERGER OF RAVENS ACQUISITION CORP. (a Delaware corporation) WITH AND INTO RAINBOW TECHNOLOGIES, INC. (a Delaware corporation)

Pursuant to Sections 103 and 251 of the Delaware General Corporation Law, Rainbow Technologies, Inc., a Delaware corporation, which is the surviving corporation in the merger described herein, hereby contines as follows:

- The name and state of incorporation of each of the constituent corporations are: 1.
 - RAVENS ACQUISITION CORP., a Delaware corporation (hereinafter 3. "Ravens"); and
 - RAINBOW TECHNOLOGIES, INC., a Delaware corporation (hereinafter Ъ. "Rainbow Technologies").
- An Agreement and Plan of Reorganization, dated October 22, 2003 (the "Agreement and Plan of Reorganization") has been approved, adopted, certified, executed, and acknowledged by each of the constituent corporations in accordance with the provisions of Section 251(c) of the Delay-are General Corporation Law.
- At the effective time of the merger described herein, Ravens shall be merged with and into Rainbow Technologies, and Rainbow Technologies shall be the surviving corporation and the name of the surviving corporation shall be changed to "Rainbow Technologies Technologies, Inc."
- At the effective time of the merger, the Certificate of Incorporation of Ravens, attached hereto as Exhibit A. shall be the Certificate of Incorporation of Rainbow Technologies.
- The executed Agreement and Plan of Reorganization is on file at the principal place of business of the surviving corporation at 50 Technology Drive, Irvine, California 92618.
- A copy of the Agreement and Plan of Reorganization will be furnished by Rainbow Technologies, on request and without cost, to any stockholder of any constituent

IN WITNESS WHEREOF, duly executed as of the day of	the undersigned has caused this Certificate of Merger to be, 2003.
	RANBOW TECHNOLOGIES, INC.
	By: Name Title

EXHIBIT A

10/15/2003 15:18 FAX

VENABLE

State of Delaware
Secretary of State 2002
Division of Corporations
Delivered 03:46 PM 10/15/2003
FILED 03:46 PM 10/15/2003
SRV 030663482 - 3715779 FILE

CERTIFICATE OF INCORPORATION

OF

RAVENS ACQUISITION CORP.

FIRST: The name of the corporation is Ravens Acquisition Corp. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808, in the city of Wilmington in the county of New Castle. The name of the registered agent at such address is Corporation Service Company.

THIRD: The nature of the business and the purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware (the "DGCL").

FOURTH: The total number of shares of all classes of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, par value \$.01 per share.

FIFTH: The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The authorized number of directors of the Corporation shall be fixed from time to time pursuant to a resolution adopted by the Board of Directors.

SIXTH: The name and mailing address of the incorporator are Shawn Parish, c/o Venable LLP, 575 7th Street, N.W., Washington, D.C. 20004.

SEVENTH:

A. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he or she is or was a director or an officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan (hereinafter an "indemnitee"), whether the basis of such proceeding is alleged action in an official capacity as a director or efficer or in any other capacity while serving as a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the DGCL, as the same exists or may hereafter be amended (but, in

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the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amoums paid in settlement) reasonably incurred or suffered by such indemnitee in connection therewith; provided, however, that, except as provided in Section C of this Article SEVENTH with respect to proceedings to enforce rights to indemnification, the Corporation shall indemnify any such indemnitee in connection with a proceeding (or part thereof) initiated by such indemnitee only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation.

- B. The right to indemnification conferred in Section A of this Article SEVENTH shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the DGCL requires, an advancement of expenses incurred by an indemnitee in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such indomnitee, including, without limitation, services to an employee benefit plan) shall be made only upon delivery to the Corporation of an undertaking (hereinafter an "undertaking"), by or on behalf of such indemnitee, to repay all amounts so advanced if it shall ultimately be determined by final judicial decision from which there is no further right to appeal (hereinafter a "final adjudication") that such indemnitee is not entitled to be indemnified for such expenses under this Section or otherwise. The rights to indemnification and to the advancement of expenses conferred in Sections A and B of this Article SEVENTH shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a director or officer and shall inure to the benefit of the indemnitee's beirs, executors and administrators.
- C. If a claim under Sections A or B of this Article SEVENTH is not paid in full by the Corporation within sixty days after a written claim has been received by the Corporation, except in the case of a claim for an advancement of expenses, in which case the applicable period shall be twenty days, the indemnitee may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim. If successful in whole or in part in any such suit, or in a suit brought by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the indemnitee shall be entitled to be paid also the expenses of prosecuting or defending such suit. In (i) any suit brought by the indemnitee to enforce a right to indemnification hereunder (but not in a suit brought by the indemniles to enforce a right to an advancement of expenses) it shall be a defense that, and (ii) in any suit by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking the Corporation shall be entitled to recover such expenses upon a final adjudication that, the indemnitee has not met any applicable standard for indemnification set forth in the DGCL. Neither the failure of the Corporation (including its Board of Directors, independent legal

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counsel, or its stockholders) to have made a determination prior to the commencement of such suit that indemnification of the indemnitee is proper in the circumstances because the indemnitee has met the applicable standard of conduct set forth in the DGCL, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its stockholders) that the indemnitee has not met such applicable standard of conduct, shall create a presumption that the indemnitee has not met the applicable standard of conduct or, in the case of such a suit brought by the indemnitee, be a defense to such suit. In any suit brought by the indemnitee to enforce a right to indemnification or to an advancement of expenses hereunder, or by the Corporation to recover an advancement of expenses pursuant to the terms of an undertaking, the burden of proving that the indemnitee is not entitled to be indemnified, or to such advancement of expenses, under this Article SEVENTH or otherwise shall be on the Corporation.

- D. The rights to indemnification and to the advancement of expenses conferred in this Article SEVENTH shall not be exclusive of any other right that any person may have or hereafter acquire under any statute, provision of this Certificate of Incorporation, provision of the Company's bylaws, agreement, or vote of stockholders or disinterested directors.
- E. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or its subsidiary or affiliate. or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.
- F. The Corporation may, to the extent authorized from time to time by the Board of Directors, grant rights to indemnification and to the advancement of expenses to any employee or agent of the Corporation, or any person that is or was serving at the request of the Corporation as an employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, to the fullest extent of the provisions of this Article SEVENTH with respect to the indemnification and advancement of expenses of directors and officers of the Corporation.

EIGHTH: A director of this Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability: (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL; or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL,

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as so amended. Any repeal or modification of the foregoing paragraph by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

NINTH: Elections of Directors need not be by written ballot unless the bylaws of the Corporation so provide.

TENTH: The Board of Directors shall have the power to adopt, amend or repeal the bylaws of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the sole incorporator herein named, for the purpose of forming a Delaware corporation, has executed, signed and acknowledged this Certificate of Incorporation this 14th day of October, 2003.

Shawn Parish Incorporator

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RAVENS ACQUISITION CORP.

UNANIMOUS WRITTEN CONSENT OF INITIAL DIRECTORS OF CORPORATION NAMED BY THE INCORPORATOR

THE UNDERSIGNED, pursuant to authority conferred by the General Corporation Law of the State of Delaware, being all of the directors named by the Incorporator of Ravens Acquisition Corp., a Delaware corporation (the "Corporation"), as the initial directors of the Corporation pursuant to the Statement of Organization of the Incorporator of the Corporation, do hereby waive all notice of the time, place and purposes of a meeting of the Board of Directors of the Corporation (the "Board of Directors" or the "Board") and unanimously consent to and adopt the following resolutions and take the following actions, which resolutions and actions shall have the same force and effect as if taken by unanimous affirmative vote at a meeting of the Board duly called and held pursuant to said law:

(ORGANIZATIONAL MATTERS)

RESOLVED, that upon receipt of a certified copy of the Certificate of Incorporation of the Corporation, the Secretary is hereby directed to file the same, together with this Consent, with the records of the minutes and proceedings of the directors and stockholders of the Corporation; and

FURTHER RESOLVED, that the Bylaws of the Corporation in the form attached hereto as Exhibit A and filed herewith (the "Bylaws") be, and the same hereby are, ratified and adopted as the Bylaws of the Corporation for the regulation and management of the Corporation's affairs; and

FURTHER RESOLVED, that the proper officers, representatives and agents of the Corporation are authorized and directed to prepare and deliver to the Sceretary of the Corporation the form of stock certificate for the common stock of the Corporation, par value \$0.01 per share (the "Common Stock"), which form shall be attached hereto as Exhibit B and filed herewith and shall be deemed to have been adopted at this meeting; and upon the attachment thereof by the Secretary of the Corporation, the Secretary may partify such form of stock certificate as having been adopted by the Board of Directors at this meeting.

(ELECTION OF OFFICERS)

RESOLVED, that the Corporation shall have a President, a Secretary and a Treasurer such other officers as may be appointed hereafter from time to time; and

FURTHER RESOLVED, that the following persons are hereby elected to the offices indicated opposite their respective names, to hold office until the first annual meeting of the stockholders and thereafter until their successors are elected and qualify, unless otherwise determined by the Board of Directors:

President:

Anthony A. Caputo

Treasurer:

Carole D. Argo

Secretary:

Carole D. Argo

(AUTHORIZATION AND ISSUANCE OF STOCK)

RESOLVED, that the Board of Directors does hereby acknowledge receipt of the offer from SafeNet, Inc., a Delaware corporation ("SafeNet"), to subscribe for One Thousand (1,000) shares of the Corporation's Common Stock, for an aggregate cash consideration of \$10.00; and

FURTHER RESOLVED, that the Board has determined that the above-indicated consideration to be received from SafeNet is adequate and sufficient; and

FURTHER RESOLVED, that the Corporation accepts the offer of subscription submitted by SafeNet and authorizes the appropriate officers to issue shares of its fully paid and non-assessable Common Stock to SafeNet for the number of shares and for the cash consideration above listed; and

FURTHER RESOLVED, that the appropriate officers be, and hereby are, authorized, empowered and directed for, in the name of and on behalf of the Corporation, to execute and deliver all such documents, certificates or instruments, and to take all such further actions as they, with the advice of coansel, may deem necessary to carry out the foregoing resolutions and fully to effectuate the purposes and intents thereof, the taking of such action by such officers to be conclusive evidence of such authority; and

FURTHER RESOLVED, that all the certificates for such shares of Common Stock shall bear a legend in substantially the following form (as well as any other legend required by applicable law):

The shares of Common Stock evidenced by this certificate have not been registered under the Securities Act of 1933, as amended, or under the applicable securities act of any state, and may not be sold, transferred or otherwise disposed of to any person, including, without limitation, a pledgee or donce, in contravention of such acts without an opinion of counsel, satisfactory to counsel to the Corporation, that such sale, transfer or disposition will not violate the registration requirements of such acts.

(BANKING RESOLUTIONS)

RESOLVED, that the Corporation open and maintain such bank accounts at those financial institutions (each, a "Bank") deemed appropriate by the Chairman, and that the Chairman is authorized to establish, or cause the establishment of, such banking and depository arrangements for the Corporation as may be deemed necessary or desirable and in connection therewith to execute such agreements or to delegate to others the power to execute such agreements as may be necessary or desirable; and

FURTHER RESOLVED, that if any Bank requests or requires a particular form of authorizing resolution or resolutions in order to establish a banking or depository arrangement for the Corporation, such resolution or resolutions shall be deemed to have been adopted at this meeting; and about the insertion thereof by the Secretary of the Corporation in the Minute Book of the Corporation, the Secretary may certify such resolution or resolutions as having been adopted by the Board of Directors at this meeting; and

FURTHER RESOLVED, that the Secretary of the Corporation is hereby directed to deliver to the Bank a certified copy of these resolutions and the names and signatures of the persons designated by the Chairman as being authorized to sign for the Corporation.

(EMPLOYER IDENTIFICATION NUMBER)

RESOLVED, that on behalf of the Corporation, the proper officers and representatives of the Corporation are authorized and directed to execute and file with the Internal Revenue Service an Application for Employer Identification Number on Internal Revenue Service Form SS-4.

(ACCOUNTING AND FINANCIAL MAITERS)

RESOLVED, that the proper officers be, and they hereby are, authorized to pay all accounting and legal fees and expenses incident to and necessary for the organization of the Corporation.

(FURTHER AUTHORIZATION FOR ORGANIZATION)

RESOLVED, that the officers of the Corporation, or any of them, are hereby authorized, empowered and directed to take any and all necessary or appropriate action, including the expenditure of funds, to complete the organization of the Corporation fully and expeditiously; and

FURTHER RESOLVED, that the officers of the Corporation, or any of them, are hereby authorized to execute and deliver any document or instrument and to take any action they deem necessary, desirable or appropriate to accomplish the purposes of the foregoing resolutions.

(RATIFICATION OF ACTIONS PRIOR TO THE ORGANIZATIONAL MEETING)

RESOLVED, that all actions of officers, representatives and agents of SafeNet taken on behalf of SafeNet and the Corporation prior to the effective date of this consent and in connection with, and in furtherance of, any of the foregoing resolutions be, and they hereby are, approved, ratified and confirmed; and

FURTHER RESOLVED, that this Consent may be executed in two or more counterparts, each of which when so executed shall be deemed to be an original, but all of which counterparts together shall constitute one and the same consent.

THIS WRITTEN CONSENT, signed by all the members of the Board of Directors of the Corporation named by the Incorporator pursuant to the Statement of Organization of the Incorporator, shall be effective as of the 15th day of October, 2003 and shall be filed with the minutes of the Board.

Date: October 15, 2003

Name: Anthony A. Cayuto

Date: October 15, 2003

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JOINT WRITTEN CONSENT OF THE BOARD OF DIRECTORS AND THE SOLE STOCKHOLDER OF RAVENS ACQUISITION CORP.

Effective as of October 15, 2003

Pursuant to authority conferred by Sections 141 and 228 of the Delaware General Corporation Law, the undersigned, being all of the directors and the sole stockholder of Ravens Acquisition Corp., a Delaware corporation (the "Corporation"), do hereby waive all notice of the time, place and purposes of a meeting of the Board of Directors of the Corporation (the "Board of Directors" or the "Board") and of the sole stockholder of the Corporation (the "Sole Stockholder") and, in each case, consent to and adopt the following resolutions and take the following actions, which resolutions and actions shall have the same force and effect as if taken by unanimous affirmative vote at a meeting of the Board and the Sole Stockholder duly called and held pursuant to said law:

WHEREAS, it is deemed advisable by the Board that the Corporation enter into an Agreement and Plan of Reorganization with Rainbow Technologies, Inc., a Delaware corporation ("Rainbow"), and those certain other parties identified therein (the "Agreement"), pursuant to which the Corporation shall be merged with and into Rainbow, which shall be the surviving corporation (the "Merger"); and

WHEREAS, the Board has recommended that the Sole Stockholder approve the Merger and the Agreement.

NOW, THEREFORE, BE IT

RESOLVED, that the Merger and the Agreement, in the form previously presented to the Board, are hereby approved, adopted, authorized and agreed to in all respects, with such changes as the proper officers of the Corporation may deem necessary or desirable; and

FURTHER RESOLVED, that the Corporation shall effect the Morger in accordance with the Agreement and the General Corporation Law of the State of Delaware; and

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized, empowered and directed to execute and deliver the Agreement, and such other documents and agreements as such officers may deem appropriate in connection with the Merger, in the name of the Corporation, and to make such changes or additions to the aforesaid Agreement and such other documents and agreements as such officers may deem to be advisable and in the best interests of the Corporation; and

FURTHER RESOLVED, that following the execution of the Agreement by the Corporation, the officers of the Corporation be, and they hereby are, authorized, empowered and directed to prepare and file a certificate of merger in connection with the Merger and the Agreement with the Secretary of State of the State of Delaware, in accordance with Section 251 of the General Corporation Law of the State of Delaware; and

FURTHER RESOLVED, that the officers of the Corporation be, and they hereby are, authorized, empowered and directed to do and perform all such further acts and things, and to execute and deliver in the name of the Corporation all such further certificates, instruments or other documents as in their judgment shall be necessary or advisable to effectuate the intent and purposes of the foregoing resolutions, and any or all of the transactions contemplated therein; and

FURTHER RESOLVED, that this Consent may be executed in two or more counterparts, each of which when so executed shall be deemed to be an original, but all of which counterparts together shall constitute one and the same consent.

IN WITNESS WHEREOF, this Joint Written Consent has been executed by all of the directors of the Corporation and the sole stockholder of the Corporation and shall be effective as of the date set forth above.

DIRECTORS:

Date: Effective as of October 15, 2003

Anthony A. Caputo

Date: Effective as of October 15, 2003

Carole D. Argo

SOLE STOCKHOLDER:

SAFENET, INC

Date: Effective as of October 15, 2003

By:

Anthony A. Caputo //
Chief Executive Officer

STATEMENT OF ORGANIZATION OF THE INCORPORATOR OF RAVENS ACQUISITION CORP.

THE UNDERSIGNED, incorporator of Ravens Acquisition Corp., a Delaware corporation (the "Company"), hereby certifies pursuant to Section 108 of the General Corporation Law of Delaware:

- 1. The certificate of incorporation of the Company was filed with the Secretary of State of Delaware and duly recorded in the Office of the Recorder of New Castle County on October 15, 2003.
- 2. The hylaws annexed hereto have been adopted by me as and for the bylaws of the Company.
- 3. The following named persons have been elected by me as the directors of the Company to hold office until the first annual meeting of stockholders of the Company or until their successors are elected and qualify:

Anthony A. Caputo Carole D. Argo

IN WITNESS WHEREOF, I have signed this instrument effective as of the 15th day of October, 2003.

Shawn Parish Incorporator

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